

Kavanagh Michael Joseph  
 Form 4  
 January 04, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Kavanagh Michael Joseph

2. Issuer Name and Ticker or Trading Symbol  
 CROWN CASTLE INTERNATIONAL CORP [CCI]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 1220 AUGUSTA DRIVE SUITE 600  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/03/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP & Chief Commercial Officer

HOUSTON, TX 77057

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |           |
|                                 |                                      |  |                                | Code  | V   | Amount   |  |           |
| Common Stock \$0.01 Par Value   | 01/03/2018                           |  | M                              | 3,840   | A   | \$ 0   | 27,494                                     | D         |
| Common Stock \$0.01 Par Value   | 01/03/2018                           |  | F                              | 1,100   | <u>D</u><br>(1)   | \$ 108.93  | 26,394                                     | D         |
| Common Stock \$0.01 Par         |                                      |  |                                |   |   |  | 650 (2)                                    | I         |
|                                 |                                      |  |                                |   |   |  |  | By 401(k) |

Value

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Derivative Security (Instr. 3 and 4) |                            |      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |      |
|  |  |                                      |  |                                |   | Code   | V   | (A)   | (D)                        |      |
| Time RSUs                                  | (3)  | 01/03/2018                           |  | M                              | 3,840   | (4)  | (4)   | Common Stock  | 3,840                      | \$ 0 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Kavanagh Michael Joseph<br>1220 AUGUSTA DRIVE SUITE 600<br>HOUSTON, TX 77057 |               |           | SVP & Chief Commercial Officer |       |

## Signatures

/s/ Michael Joseph  
Kavanagh  
01/04/2018  
Date

\*\*Signature of Reporting Person

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Represents shares withheld by the issuer to satisfy the Reporting Person's tax withholding obligation in connection with the vesting of
- (1) certain Restricted Stock Units ("RSUs") previously granted to the Reporting Person. Such withholding is exempt from Section 16(b) pursuant to Rule 16b-3(e).
  - (2) Represents shares previously acquired in transactions exempt under Rule 16b-3(c).
  - (3)

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Each RSU is issued pursuant to the Company's 2013 Long-Term Incentive Plan and represents a contingent right to receive one share of common stock, and vesting (i.e., forfeiture restriction termination) generally is subject to (i) the reporting person remaining an employee or director of the Company or its affiliates and (ii) the other criteria described in footnote 4 below.

- (4) These Time RSUs were previously granted on January 3, 2017. 33 1/3% of the original grant amount of these Time RSUs vests on January 3 of each of 2018, 2019 and 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.